

FIFTH THIRD BANCORP  
Form 8-K  
April 14, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 14, 2004

**FIFTH THIRD BANCORP**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**0-8076**  
(Commission  
File Number)

**31-0854434**  
(IRS Employer  
Identification No.)

**Fifth Third Center**  
**38 Fountain Square Plaza, Cincinnati, Ohio**  
**(Address of principal executive offices)**

**45263**  
**(Zip Code)**

**Registrant's telephone number, including area code: (513) 534-5300**

**Not Applicable**

**(Former name or address, if changed since last report)**

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**Item 5. Other Events and Regulation FD Disclosure**

As previously reported, and as described in Note 1 to the Notes to Consolidated Financial Statements, effective January 1, 2004, Fifth Third Bancorp adopted the fair value provisions of Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation using the retroactive method described in SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure. This retroactive adoption has resulted in the restatement of financial results, as included in the Bancorp's 2003 Annual Report to Shareholders, for the recognition of compensation expense in all fiscal years beginning after December 31, 1994 for the estimated fair value of all employee stock-based compensation grants.

**Item 7. Financial Statements and Exhibits**

Exhibit 23 Independent Auditors Consent Deloitte & Touche LLP

Exhibit 99 2003 Consolidated Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations, and Consolidated Ten Year Comparison

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FIFTH THIRD BANCORP  
(Registrant)**

April 14, 2004

/s/ NEAL E. ARNOLD

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**Neal E. Arnold  
Executive Vice President**

**and Chief Financial Officer**